



**True North Hostelling Association
O/A Hostelling International –
Canada – Pacific Mountain Region**

**BOARD OF DIRECTORS
MEETING MINUTES**

DATE & TIME: Saturday April 6, 2019, 9:00am – 5:00pm
Sunday April 7, 2019, 9:00am – 2:00pm

PLACE: HI Whistler

PRESENT:

Betty LaFave	Chair
Lenore Neudorf	1 st Vice Chair
Kit Keener	2 nd Vice Chair
Meghan Trepanier	Director
Peter Nietresta	Director
Curtis Hemming	Director
Thomas Heyd	Director
Kevin Pals	Director

REGRETS:

GUESTS: Robby Cryder COO

STAFF: Alistair McLean CEO

RECORDER: Alistair McLean CEO

1. Meeting Evaluation - February 02-03, 2019

- B. LaFave reviewed the February board meeting evaluation.
- Short discussion around the comments.
- K. Keener asked as a reminder when anyone is organizing a meeting to be clear of the time zone by adding in MDT or PDT etc when sending the invite.

2. Call meeting to Order

- B. LaFave called the meeting to order at 8:50am PDT

3. Adoption of Consent Agenda

- B. LaFave reviewed the agenda and reminded the directors that they are approving the consent agenda which includes agenda items 4 & 5.
- There were no changes made.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the board meeting consent agenda for the April 06-07, 2019 meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

4. Attendance

- A. McLean advised that all directors are in compliance.

5. Adoption of minutes of last meeting (Feb 2-3, 2019)

- The minutes were approved under the consent agenda.

6. Ownership linkage

- K. Pals advised the Ownership Linkage Committee has been working with A. McLean and G. Millar on organizing the Jasper Hostel Grand Opening contest with Alberta members.
- The prizes and events of the contest were outlined and agreed to.

7. Korn Ferry Presentation - STIP Program

- B. LaFave introduced Wilclif Ma from Korn Ferry.
- W. Ma provided a presentation and update on the STIP Model introduced to the board last year.
- B. LaFave advised the board will be discussing the plan in more depth on Sunday in the in-camera session.
- L. Neudorf stated that the flexibility of the plan allows the board to adjust targets/weightings at times to address certain directions the board would like to see the association move in.
- B. LaFave thanked W. Ma for his presentation.

8. Items for Decision

1. Ends

Nothing for this meeting. CEO interpretations were discussed in a later agenda item.

2. Governance Process

- a. Board Calendar Review & Governance Committee Update**
 - K. Keener reviewed the board calendar and reminded everyone that the next board meeting is June 01-02, 2019 in Jasper, Alberta at the new HI Jasper hostel around the Grand Opening ceremonies.
 - K. Keener provided a short report on the Governance Committee key items which are Board education, Section 3 monitoring, and Ends interpretations.
 - It was agreed that the board education topics list needs to be updated.
 - L. Neudorf raised the topic of a Section 4 calendar and wondered when we can expect a monitoring calendar. Governance Committee to report back at the next meeting on the status of creating a monitoring calendar.
 - Governance Committee to look at how the meeting schedule can be reduced, or meetings shortened and report back to the Board at the June board meeting.
- b. 2019 HI-Canada NAGM & Board Nominations & Regional Agreement Approval**
 - B. LaFave reviewed the dates and purpose of the HI Canada NAGM as well as the need to appoint a delegate and an alternate for the meeting.
 - Currently, the board has no suggestions to present to the HI Canada Board in regard to nominations.
 - B. LaFave advised the need to discuss and approve the draft HI Canada Regional Services Agreement.
 - A. McLean advised that HI Q&O and HI Atlantic have agreed to the new agreement. A. McLean also responded to P. Nietresta's question of any changes to the agreement. The only change made was the term from a three-year agreement to a one year renewing.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the signing of the 2019/20 HI Canada Regional Services Agreement as presented, is hereby acknowledged and ratified by the Directors of the Association.

- c. HI Canada National Award Program
 - B. LaFave reviewed the HI Canada National Awards program and asked for suggestions.
 - Suggestions Volunteer of the Year; Girl Guides
 - In future years the board would like a short report from the Director of Partnerships and Anthony Brook for the Partner of the Year award as well as Jenn Jimeno for Volunteer of the Year.
- d. 2019 HI-C NAGM Attendance, Delegate Selection
 - B. LaFave provided background of the NAGM and needs of delegate alternatives and what the board needs to agree to at this time.
 - P. Nietresta emphasized the importance that all Directors sent to the NAGM should participate in all events fully and not be mere "observers"
 - Discussion around the outcomes the board wants to achieve from this meeting.
 - It was agreed that B. LaFave would be the delegate, K. Keener as Alternate and P. Nietresta and C. Hemming as Observers.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board appoints B. LaFave as the True North Hostelling Association delegate and K. Keener as alternate and P. Nietresta and C. Hemming as observers for the June 08, 2019 HI Canada NAGM at Ottawa, Ontario or adjourned date, is hereby acknowledged and ratified by the Directors of the Association.

- e. HI-Canada Board - Strategic Review Update
 - B. LaFave provided an update advising that the strategic review project has been cancelled at this time.
 - B. LaFave advised the HI Canada Board will raise the subject during our joint meeting whether we want to have a future review done or not.
 - A discussion was held looking at what outcomes we would like to see at this time if this project moves forward.

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- Outcomes: Governance related review not operational; need regional involvement in the planning workgroup; this project be deferred until after there is an outcome of the HI Atlantic merger process.
 - Discussion around a potential meeting with HI Q&O and HI Canada Board looking at how we can be more efficient, how better to use resources, explore challenges, shared interests. This would not happen until the fall and after the HI Atlantic Merger process.

f. HI Atlantic Merger Update

- B. LaFave advised that we have created a merger task force of B. LaFave, P. Nietresta, C. Hemming and A. McLean. HI Atlantic advised they formed a small task force as well.
- B. LaFave provided an update of recent communications with the HI Atlantic President.
- A. McLean advised that we have sent a sample resolution to Jeremy to refer to in what the HI PM Region Board is looking for. He has advised that he will get a resolution back to us as soon as possible.
- A. McLean to prepare a short one-pager on previous mergers that HI PM Region has carried out.

g. HI Canada Membership Project Update

- P. Nietresta advised the core work group is continuing their work on designing the draft proposal.
- R. Cryder advised that they have an initial draft of the model they are putting the finishing touches to and will be issued to the regional boards in late April for comment on the governance side.
- Discussion around the need of review of the model in relation to potential changes to policies and bylaws and any need for member approvals. A. McLean advised the new model is scheduled to be reviewed by legal counsel, including by our association's counsel.

h. Presidents' Forum Call February 13, 2019 Update

- B. LaFave provided an update of the February 13, 2019 Presidents' Forum call.
- Three main topics were the HI Atlantic Merger, Strategic Review Project & HI Q&O board election.

i. Prep for Joint Meeting with HI Canada Board

- Discussion around the agenda and Ends monitoring report.

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- Board to advise that they would like to see regular reports when available on the HI C Board's policy monitoring.

9. Board Education

1. QAS

- R. Cryder provided a presentation to the HI PM Region and HI Canada boards on the Quality Assurance Standards workgroup, changes to the HI minimum standards and the inspection program.
- B. LaFave thanked Robb for his informative presentation.

10. Joint Meeting with HI Canada

- P. Unheim welcomed everyone and reviewed the purpose of the joint meeting.
- P. Unheim reviewed the agenda which is the same one as used with the HI Q&O Board in February.
- a.** Update from HI PM Region on the year thus far & progress with the HI Jasper Project
 - B. LaFave provided a quick financial update of the association.
 - A. McLean gave a presentation on the new HI Jasper Hostel and responded to questions.
- b.** HI Canada Board Monitoring of Ends & Executive Limitations & Communications to Regional Boards
 - P. Unheim presented the latest monitoring the HI Canada board has carried out.
 - Several questions around the report.
- c.** Strategic Review Update
 - P. Unheim gave an update on the status of the Strategic Review Project and how the process occurred. Following the RFP process and presentation of a possible consultant the decision was made at the Presidents Forum to cancel the project.
 - B. LaFave outlined the board's thoughts and requests around a future review.
 - Outcomes requested: Governance related review not operational; need regional involvement in planning work group; this project would be deferred until after there is an outcome of the HI Atlantic merger process.

d. Update on Status of HI Atlantic

- P. Unheim provided an update in relation to their communications with HI Atlantic.
- B. LaFave provided a report on the current status of the merger process with the HI PM Region board and await an official resolution from the HI Atlantic board agreeing to the merger **process**.

e. Joint Discussion on Membership Review thus far

- P. Unheim reminded the board that the other two boards have agreed to the outcome and requirements of the HI PM Region board.
- The next membership proposal will be presented in May.
- R. Cryder advised that the boards should be receiving the report in late April now.

f. 2019 NAGM in Ottawa

- C. Roch-Hansen provided an update on the 2019 NAGM. This year we are going to try a one-day meeting including the NAGM.
- The meeting is at the Ottawa Novotel with the Saturday dinner in Chelsea along with the awards presentation.
- Focus of the meeting is on building a strong national network.

g. HI PM Region's Perspective on CED's adherence to the Executive Limitation 4.7: Representation & Presence within the Federation.

- P. Unheim advised that this agenda item is centred around the HI Canada Board doing a direct inspection.
- The HI PM Region board advised they have no issues and feel the CED is in compliance with policy 4.7

11. Items for Decision Cont'd

1. Governance Process Cont'd

a. Joint Meeting Review

- Discussion around how the meeting went.
- Was good getting to know the HI Canada directors.
- They seemed aligned with our thoughts on handling next phase of the HI Canada strategic plan project.

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- b. 2019 HI-PM Region Board Election Update Approve Board Slate**
 - M. Trepanier advised the Nominations Committee has sent out an email to members trying to gauge member interest in running for the board.
 - So far 10 members have responded to the email.
 - M. Trepanier advised the committee has responded to each of them requesting additional information. Two members have responded back along with one of the Vancouver volunteers.
 - There will be 4 two-year terms and 1 one year term in this year's board election/
 - c. 2019 HI-PM Region Board Election Documents**
 - The board reviewed the documents and have no changes.
 - d. 2019 HI-PM Region AGM Motions**
 - A. McLean introduced the two motions for the HI PM Region AGM.
 - No changes to the draft motions.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: The Board approves the AGM motions in regard to appointment of the auditors and the receiving of the financial statements as presented, is hereby acknowledged and ratified by the Directors of the Association.

- e. 2019 Annual Report - Board Inclusions**
 - A. McLean reminded the committee chairs that their report for the 2019 Annual Report needs to be submitted by May 17, 2019.
- f. Affordability End Discussion**
 - K. Keener introduced the subject of the Affordability End.
- g. Review of Ends Interpretations**
 - K. Keener introduced the topic and advised the Governance Committee has reviewed the changes submitted and recommends their acceptance.
 - K. Keener reviewed the issues of each of the identified ends interpretations that were revised by the CEO.
 - Discussion around each of the revised interpretations.

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- The board agreed to the revisions except 1.1.2 and 1.2.1 which will be reviewed at future meetings.

h. Review of Latest Financial YTD Statement

- B. LaFave reviewed the February Financial Statements.

2. Executive Limitations

- There was nothing discussed at this board meeting.

3. Board-CEO Relationship

a. CEO Incentive Plan Measures - IN CAMERA

- The Board went in-camera to further discuss the CEO STIP program.

12. Monitoring CEO Performance (Ends & Executive Limitations

- Nothing discussed at this board meeting.

13. Monitoring Board Performance

Section 3 Monitoring

- K. Keener presented the Section 3 board monitoring report.
- The following policies were sent to the CEO Relationship Committee for review and recommendation at the June board meeting - 3.4 and 3.4.2.
- The following policies were sent to the Governance Committee for review and recommendations at the June board meeting - 3.5.5 and 3.5.9

14. Information Requested by the Board

1. Board Budget Update

- A. McLean reviewed the board budget for the 2018/19 year to March 20, 2019 showing a positive variance to budget.
- With year-end March 31, 2019, there will be some variance to these numbers.

2. Jasper Development

- A. McLean provided an update on the Jasper project.

3. Alberta Gaming Review - For Information Only

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- Alistair advised that Liz Ferguson is sitting on the Alberta Gaming review workgroup in the northern Alberta section representing HI PM Region.

4. Expense Claim - Travel Data

- A. McLean advised the board of the new expense claim form that now tracks our CO2 travel emissions.
- A. McLean reviewed the new form and that only the Orange section on the form needs to be completed.
- The board agreed that this is another part of our environmental tracking and agreed to complete.

15. Parking Lot

1. Jasper Hostel Room Naming

- P. Nietresta provided an update on the potential naming of a room in the new Jasper hostel.
- A. McLean provided background of any donations we have received in the past 15 years.

16. Self-Evaluation of governance process at this meeting

- The board members completed the meeting evaluation.

17. Adjournment

- The board meeting was adjourned at 1:45pm PDT on Sunday, April 07, 2019.

Chair

Secretary